

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

PersonalWeb Technologies LLC,)	
)	Civil Action No. 6:11-cv-660 (LED)
Plaintiff,)	
)	
v.)	
)	JURY TRIAL REQUESTED
EMC Corporation and VMware, Inc.,)	
)	<u>ORAL ARGUMENT REQUESTED</u>
Defendants.)	
)	
)	
)	

**DECLARATION OF KATHLEEN M. LYONS IN SUPPORT OF DEFENDANTS'
MOTION TO TRANSFER VENUE TO THE NORTHERN DISTRICT OF CALIFORNIA
OR, IN THE ALTERNATIVE, TO THE CENTRAL DISTRICT OF CALIFORNIA**

I, Kathleen M. Lyons, declare as follows:

1. I have personal knowledge of the facts set forth in this declaration and, if called to testify as a witness, could and would do so competently.

2. I am Vice President Global IIP Initiatives at EMC Corporation ("EMC"). I have been working for EMC since 1986. I currently reside in Massachusetts, and work at EMC's offices in Hopkinton, Massachusetts.

3. I am knowledgeable about various aspects of EMC's business, including the products and services that it offers.

EMC's Relevant Operations

4. EMC maintains six major offices (excluding sales offices) in California and employs more than 3,000 people in California.

5. I understand that PersonalWeb Technologies LLC ("PersonalWeb") has filed a Complaint against EMC, alleging infringement of eight patents by EMC Data Domain, EMC Avamar, EMC VMware, Greenplum HD Data Computing Appliance, Isilon Scale-Out NAS, EMC Centera, and EMC Atmos.

6. Data Domain: EMC acquired Data Domain, a company based in Santa Clara, California, in 2009. EMC sells a large number of products under the Data Domain name. EMC's senior management and day-to-day operations relating to Data Domain products are located in Santa Clara, California. EMC's engineering employees responsible for Data Domain products are located primarily in Santa Clara, California. EMC's marketing and customer support employees responsible for Data Domain products are also located primarily in Santa Clara, California. EMC's documents relating to the engineering, marketing, and customer support for Data Domain products are also located primarily in Santa Clara, California. Accordingly, EMC anticipates that the vast majority of its relevant documents and witnesses related to Data Domain products will be located in Santa Clara, California. None of EMC's product-related documents or witnesses for its Data Domain products are in Texas.

7. Avamar: EMC acquired Avamar, a company based in Irvine, California, in 2006. EMC sells a large number of products under the Avamar name. EMC's senior management and

day-to-day operations relating to Avamar products are located primarily in Irvine, California. EMC's engineering employees responsible for Avamar products are located primarily in Irvine, California, with some engineers in Bellevue, Washington; Hopkinton, Massachusetts; and Colorado. EMC's marketing and customer support employees responsible for Avamar products are located primarily in Irvine, California, and also in Santa Clara, California; Hopkinton, Massachusetts; San Diego, California; and Utah. EMC's documents relating to the engineering, marketing, and customer support for Avamar products are also located primarily in Irvine, California with some documents in Massachusetts, Colorado, and Utah. Accordingly, EMC anticipates that the vast majority of its relevant documents and witnesses related to Avamar products will be located in Irvine, California. None of EMC's product-related documents or witnesses for its Avamar products are in Texas.

8. Greenplum HD Data Computing Appliance ("Greenplum"): EMC acquired Greenplum HD, a company based in San Mateo, California, in 2010. EMC sells a large number of products under the Greenplum name. EMC's senior management and day-to-day operations relating to Greenplum products are located in San Mateo, California. EMC's engineering employees responsible for Greenplum products are located in San Mateo, California. EMC's marketing and customer support employees responsible for Greenplum products are located primarily in San Mateo, California, with some product management and customer support employees in Hopkinton, MA. EMC's documents relating to the engineering, marketing, and customer support for Greenplum products are also located primarily in San Mateo, California. Accordingly, EMC anticipates that the vast majority of its relevant documents and witnesses related to Greenplum products will be located in San Mateo, California. None of EMC's product-related documents or witnesses for its Greenplum products are in Texas.

9. Isilon Scale-Out NAS ("Isilon"): EMC acquired Isilon, a company based in Seattle, Washington, in 2010. EMC sells a large number of products under the Isilon name. EMC's senior management and day-to-day operations relating to Isilon products are located in Seattle, Washington. EMC's engineering employees responsible for Isilon products are located in Seattle, Washington, with some engineering development in Campbell, California and some hardware engineering in Plymouth, Minnesota. EMC's marketing and customer support

employees responsible for Isilon products are located primarily in Seattle, Washington, with some customer support operations in Plymouth, Minnesota. EMC's documents relating to the engineering, marketing, and customer support for Isilon products are also located primarily in Seattle, Washington. Accordingly, EMC anticipates that the vast majority of its relevant documents and witnesses related to Isilon products will be located in Seattle, Washington. None of EMC's product-related documents or witnesses for its Isilon products are in Texas.

10. Centera: EMC sells a number of products under the Centera name. EMC's senior management and day-to-day operations relating to Centera products are located in Hopkinton, Massachusetts. EMC's engineering employees responsible for Centera products are located primarily in Hopkinton, Massachusetts with some engineers in St. Petersburg, Russia. EMC's marketing and customer support employees responsible for Centera products are located primarily in Hopkinton, Massachusetts. EMC's documents relating to the engineering, marketing, and customer support for Centera products are also located primarily in Hopkinton, Massachusetts, with some documents in St. Petersburg, Russia. Accordingly, EMC anticipates that the vast majority of its relevant documents and witnesses related to Centera products will be located in Hopkinton, Massachusetts, with some engineering documents in St. Petersburg, Russia. None of EMC's product-related documents or witnesses for its Centera products are in Texas.

11. Atmos: EMC sells a number of products under the Atmos name. EMC's senior management and day-to-day operations relating to Atmos products are located in Hopkinton and Cambridge, both of Massachusetts. EMC's engineering employees responsible for Atmos products are located primarily in Hopkinton, Massachusetts, with some employees in China. EMC's marketing and customer support employees responsible for Atmos products are located primarily in Hopkinton and Cambridge, both of Massachusetts. EMC's documents relating to the engineering, marketing, and customer support for Atmos products are also located primarily in Hopkinton, Massachusetts. Accordingly, EMC anticipates that the vast majority of its relevant documents and witnesses related to Atmos products will be located in Hopkinton and Cambridge, both of Massachusetts. None of EMC's product-related documents or witnesses for its Atmos products are in Texas.

EMC's Sales Offices

12. EMC has very large number of local sales, professional services and customer support offices spread across the United States and the globe, including local sales, professional services and customer support offices in Texas. The local office records in Texas are largely duplicative of the records maintained at EMC's sales headquarters in Hopkinton, Massachusetts.

Correspondence from Kinetech

13. In a letter to EMC dated October 25, 2004 and in a subsequent reminder letter dated December 30, 2004, Kinetech accused EMC's Centera product of infringing its U.S. Pat. Nos. 5,978,791, and 6,415,280, and offered EMC a license.

14. In a letter dated February 8, 2005, EMC advised Kinetech's lawyer Brian Siritzky of Davidson, Berquist Jackson & Gowdey LLP that Centera did not infringe the patents, and explained why.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on February 27, 2012.

/s/ 